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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

CAESARS ENTERTAINMENT  
OPERATING COMPANY, INC., *et al.*,

Debtors.

Action pending in the United States  
Bankruptcy Court for the Northern District of  
Illinois (Case No. 15-01145 (ABG))

OFFICIAL COMMITTEE OF SECOND  
PRIORITY NOTEHOLDERS,

Movants

Case No. \_\_\_\_ MISC. \_\_\_\_\_

v.

MARC C. ROWAN, DAVID B. SAMBUR,  
DAVID BONDERMAN, KELVIN DAVIS,  
ERIC HESSION, and GARY LOVEMAN,

Respondents.

**OFFICIAL COMMITTEE OF SECOND PRIORITY NOTEHOLDERS'  
MOTION TO COMPEL RESPONDENTS TO PRODUCE DOCUMENTS  
AND INFORMATION IN RESPONSE TO SUBPOENAS, AND  
TO TRANSFER THE MOTION UNDER RULE 45(F)**

PLEASE TAKE NOTICE that upon the Memorandum in Support of Official Committee of Second Priority Noteholders' Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas, And to Transfer the Motion Under Rule 45(f), and the accompanying Declaration of Sevan Ogulluk, dated August 19, 2016 (with exhibits), the Official Committee of Second Priority Noteholders (the "Noteholder Committee") respectfully moves this Court for an order under Rules 37 and 45 of the Federal Rules of Civil Procedure, as made applicable to bankruptcy proceedings by Federal Rules of Bankruptcy Procedure 7037 and 9016, compelling each of Marc C. Rowan ("Rowan"), David B. Sambur ("Sambur"), David Bonderman ("Bonderman"), Kelvin Davis ("Davis"), Eric Hession ("Hession") and Gary Loveman ("Loveman") (collectively, the "Respondents") to produce documents and information responsive to the document requests set forth in six (6) subpoenas *duces tecum* issued to them individually (collectively, the "Subpoenas") in connection with the Chapter 11 proceedings of Caesars Entertainment Operating Company ("CEO") and its subsidiaries (collectively, the "Debtors"), pending in the Bankruptcy Court for the Northern District of Illinois (the "Chapter 11 Proceeding"), and for an order transferring the Noteholder Committee's motion to compel to Judge A. Benjamin Goldgar in the above-captioned action in the Northern District of Illinois Bankruptcy Court, pursuant to Federal Rule of Civil Procedure 45(f).

For the reasons set forth more fully in the accompanying Memorandum of Law, although the Noteholder Committee was required to file this motion in the court where the Subpoenas called for compliance, given the exceptional circumstances present here it is appropriate for this Court to immediately transfer this motion, pursuant to Federal Rule of Civil Procedure 45(f), to United States Bankruptcy Judge A. Benjamin Goldgar in the Bankruptcy Court for the Northern District of Illinois (the issuing court) for adjudication on its merits.

In any event, the motion to compel should be granted as the documents and information sought by the Noteholder Committee from Respondents pursuant to the Subpoenas are relevant to numerous issues in the above-captioned Chapter 11 Proceeding. In particular, information regarding the Respondents' financial wherewithal is crucial to the Noteholder Committee's and the Bankruptcy Court's ability to evaluate the broad releases from billions of dollars in liability and other benefits the Respondents hope to receive under the Debtors' proposed plan of reorganization, all without their making any financial contributions of their own. This information is necessary to determine whether the Debtors' plan as it relates to the purported release of multi-billion dollar claims against the Respondents should be approved by Bankruptcy Judge Goldgar, before whom the Chapter 11 Proceeding is pending.

WHEREFORE, the Noteholder Committee respectfully requests that the court enter an order (1) transferring this motion under Federal Rule of Civil Procedure 45(f) to the Northern District of Illinois Bankruptcy Court where the Chapter 11 Proceeding is pending, and (2) compelling the Respondents to produce documents and information responsive to the Subpoenas.

Dated: August 19, 2016  
New York, New York

Respectfully submitted,

*/s/ William J. Hine*  
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*Counsel for the Official Committee of Second  
Priority Noteholders*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on this 19th day of August 2016, Plaintiff filed with the Clerk of Court using the CM/ECF system the foregoing *Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas, And to Transfer the Motion Under Rule 45(f)*, and served the foregoing on the following via overnight courier and e-mail:

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*/s/William J. Hine*  
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